

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

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**MOTION RECORD**  
**(Returnable December 19, 2018)**

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December 12, 2018

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**(as of October 25, 2018)**

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# INDEX

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

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**I N D E X**

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Tab 1

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**NOTICE OF MOTION  
(returnable December 19, 2018)**

Crowe Soberman Inc. (“**Crowe**”), in its capacity as the proposal trustee (in such capacity, the “**Proposal Trustee**”) of 1482241 Ontario Limited (“**148**”, the “**Company**” or the “**Debtor**”) will make a motion to a judge presiding over the Commercial List on Wednesday, December 19, 2018, at 10:00 a.m., or as soon after that time as the motion can be heard, at the courthouse located at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR** an Order, including, amongst other things:

- (a) approving the Second Supplemental Report to the Fourth Report of the Proposal Trustee dated March 22, 2018, and the activities of the Proposal Trustee described therein;
- (b) approving the Supplemental Report to the Sixth Report of the Proposal Trustee dated June 25, 2018, and the activities of the Proposal Trustee described therein;
- (c) approving the Second Supplemental Report to the Sixth Report of the Proposal Trustee dated October 24, 2018, and the activities of the Proposal Trustee described therein;

- (d) approving the Seventh Report of the Proposal Trustee dated December 12, 2018 (collectively referred to as the “**Reports**”), and the activities of the Proposal Trustee described therein;
- (e) approving the fees and disbursements of the Proposal Trustee, the Proposal Trustee’s counsel, and the Debtor’s counsel (the “**Administrative Parties**”), and authorizing the payment thereof from the Sale Proceeds, pursuant to the Administration Charge granted in the November 3<sup>rd</sup> Order (as such capitalized terms are defined below); and
- (f) such further and other relief as counsel may advise and this Court may permit.

**THE GROUNDS FOR THE MOTION ARE:**

- (a) in accordance with the order of the Honourable Justice Hainey dated November 3, 2017 (the “**November 3<sup>rd</sup> Order**”), the Proposal Trustee carried out a sale process for the property located at 240 Duncan Mill Road, Toronto, Ontario (the “**Duncan Mill Property**”). The sale process ultimately resulted in a sale of the Duncan Mill Property, which was approved by the Court by way of the order of the Honourable Justice Hainey dated March 16, 2018;
- (b) the sale of the Duncan Mill Property closed on March 29, 2018;
- (c) pursuant to orders of the Honourable Justice Hainey dated April 20, 2018 and October 18, 2018, the Proposal Trustee distributed certain funds from the proceeds of sale of the Duncan Mill Property (the “**Sale Proceeds**”) to certain secured creditors of the Debtor;
- (d) the November 3<sup>rd</sup> Order granted a charge in favour of the Administrative Parties on all property, assets and undertakings of the Debtor (the “**Administration Charge**”), as security for the fees and disbursements of the Administrative Parties;

- (e) the Proposal Trustee has accrued fees and expenses in its capacity as Proposal Trustee, which fees and expenses require the approval of this Court;
- (f) the Proposal Trustee's counsel, Aird & Berlis LLP, has accrued fees and expenses in its capacity as counsel to the Proposal Trustee, which fees and expenses require the approval of this Court;
- (g) the Debtor's counsel, Blaney McMurtry LLP, has accrued fees and expenses in its capacity as counsel to the Debtor, which fees and expenses require the approval of this Court;
- (h) the Proposal Trustee requires the Court's authorization to release certain funds from the Sale Proceeds, in order to pay the fees and disbursements of the Administrative Parties;
- (i) the other grounds set out in the Seventh Report;
- (j) rules 1.04, 2.03, 3.02, and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (k) such further and other grounds as counsel may advise and this Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

- (a) the Seventh Report and its appendices;
- (b) the fee affidavit of Hans Rizarri sworn December 12, 2018;
- (c) the fee affidavit of Steven L. Graff sworn December 12, 2018; and
- (d) such further and other material as counsel may submit and this Court may permit.

Date: December 12, 2018

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capacity as the proposal trustee of 1482241  
Ontario Limited*

**TO: ATTACHED SERVICE LIST**



**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

Court File No. 31-2303814  
~~Court File No. 31-2303814~~  
Estate No. 31-2303814

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
(IN BANKRUPTCY AND INSOLVENCY)**

**Proceedings commenced at Toronto**

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**NOTICE OF MOTION  
(returnable April 20, 2018)**

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# Tab 2

Court File No. 31-2303814  
Estate No. 31-2303814

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**SEVENTH REPORT OF THE PROPOSAL TRUSTEE  
DECEMBER 12, 2018**

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Court File No. 31-2303814  
Estate No. 31-2303814

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**SEVENTH REPORT OF THE PROPOSAL TRUSTEE  
DECEMBER 12, 2018**

**INTRODUCTION**

1. This report (the “**Seventh Report**”) is filed by the Proposal Trustee. Unless otherwise noted, the defined terms used in this Seventh Report have the same meanings ascribed to them in the First Report to the Sixth Report and the Supplemental Reports thereof.

**PURPOSE**

2. The purpose of this report (the “**Seventh Report**”) is to provide the Court with an update with regard to the following :
  - a. Provide an update on the various requests for operating funds made by the Company and amounts paid out to date;
  - b. Report on the additional professional fees incurred from the period of April 4, 2018, to November 30<sup>th</sup>, 2018; and
  - c. Provide support for the Proposal Trustee’s motion for an Order of this Honourable Court:
    - (i) Approving the activities of the Proposal Trustee as described in the Supplemental Report to the Sixth Report of the Proposal Trustee dated June 25, 2018;
    - (ii) Approving the activities of the Proposal Trustee as described in the Second Supplemental Report to the Sixth Report of the Proposal Trustee dated October 24, 2018;
    - (iii) Approving the activities of the Proposal Trustee as described in its Seventh Report dated December 12, 2018 (collectively referred to as the “**Reports**”); and

- (iv) Approving and authorizing payment from the Sale Proceeds of the fees incurred by the Proposal Trustee, counsel for the Proposal Trustee, and the Debtor's Counsel, (the "**Administrative Parties**") pursuant to the Administration Charge.

### **VARIOUS REQUESTS FOR OPERATING EXPENSES**

3. In its Second Supplemental Report to the Sixth Report, the Proposal Trustee reported on the monthly requests that were made by the Company for operating expenses in accordance with the Proposal Approval Order and the June 12<sup>th</sup> Endorsement. The following sections provide a brief update for amounts distributed for November and December respectively.

#### *November Request*

4. On November 12, 2018, Ms. Jacelyn Lalande, an employee of the Company, sent to the Proposal Trustee a request for payment for the month of November in the amount of \$202,390 (the "**November Request**"). The Proposal Trustee reviewed the November Request and remitted approximately \$81,739 to the Company. The Proposal Trustee declined to advance funds relating to the Company's request for consulting fees in the amount of \$95,000 as well as payments of \$26,000 towards research and evaluation of a proposed real estate transaction in New York State.

#### *December Request*

5. On December 3, 2018, Ms. Lalande sent to the Proposal Trustee a request for payment for the month of November in the amount of \$241,617.95 (the "**December Request**"). The Proposal Trustee reviewed the December Request and remitted approximately \$92,290 to the Company. The Proposal Trustee declined to advance funds relating to the Company's request for "accounting fees for Hong Kong" in the amount of approximately \$38,000, "payment for the portfolio in Mexico" in the amount of approximately \$59,000, and "litigation fees (Neelofar)" in the amount of \$52,500.

**INTERIM DISTRIBUTION OF PROFESSIONAL FEES**

6. Pursuant to the November 3<sup>rd</sup> Order, the Administrative Parties (i.e. the Proposal Trustee, its counsel, and counsel for the Debtor) were granted an Administration Charge against the Duncan Mill Property as security for their fees and disbursements. The Administration Charge is subordinate in priority only to the Charges and the DIP Lender's Charge.

Fees of the Proposal Trustee

- 7. From May 29 to November 20, 2018, the total fees and disbursements incurred by the Proposal Trustee were \$69,027.91, plus HST in the amount of \$8,973.63, for a total of \$78,001.54.
- 8. Attached separately as part of the Proposal Trustee's motion materials is the affidavit of Hans Rizarri sworn December 12, 2018, which includes a detailed summary of services, time charges and applicable hourly rates related to Crowe's time sheets for the period May 29 to November 20, 2018.

Fees of Counsel to the Proposal Trustee-Aird & Berlis LLP ("Aird")

- 9. From April 4 to November 22, 2018, the fees incurred by the Proposal Trustee's counsel totaled \$86,082.78, inclusive of disbursements and HST.
- 10. Attached separately as part of the Proposal Trustee's motion materials is the affidavit of Steven L. Graff sworn December 12, 2018, which includes a summary of time charges and applicable hourly rates related to Aird's detailed statements of account for the period of April 4, 2018, to November 22, 2018.

Fees of Counsel to the Debtor-Blaney McMurtry LLP ("Blaney's")

11. The Proposal Trustee has been provided with the final page of each of three accounts issued by Blaney's for the period May 31, 2018, to September 28, 2018. The total fees billed were \$117,392.93, including disbursements and HST, during that period.

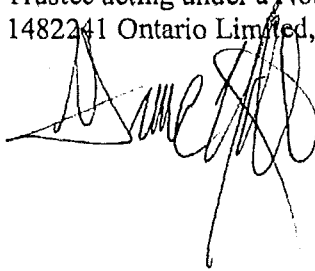
**NEXT STEPS**

12. The Proposal Trustee is continuing to follow up on outstanding requests for information from claimants, to assist in its determination of the claims filed. It anticipates this review will be completed in early 2019, at which point it will issue its decisions on the claims to the Debtor, in accordance with the Order of the Honourable Justice Hainey dated June 12, 2018.

All of which is respectfully submitted this 12<sup>th</sup> day of December, 2018.

**CROWE SOBERMAN INC.**

Trustee acting under a Notice of Intention to Make a Proposal for  
1482241 Ontario Limited, and not in its personal capacity



# Tab 3



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF  
1482241 ONTARIO LIMITED  
OF THE CITY OF TORONTO  
IN THE PROVINCE OF ONTARIO**

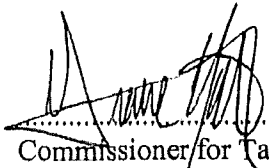
**AFFIDAVIT OF HANS RIZARRI  
SWORN DECEMBER 12, 2018**

I, **Hans Rizarri**, of the Town of Caledon, in the Province of Ontario, **AFFIRM** and **STATE THE FOLLOWING TO BE TRUE:**

- 1. I am a Licensed Insolvency Trustee with the firm of Crowe Soberman Inc. (“**Crowe**”), the Proposal Trustee of 1482241 Ontario Limited (the “**Company**”), and as such have personal knowledge of the matters deposed to herein.
- 2. On October 13, 2017 the Company filed a Notice of Intention to make a Proposal pursuant to Section 50.4 (1) of the *Bankruptcy and Insolvency Act*, Crowe was appointed as the Proposal Trustee by the Official Receiver.

- 3. This affidavit is made in support of a motion to be made by the Proposal Trustee that seeks, *inter alia*, approval of the fees and disbursements of Crowe in its capacity as Proposal Trustee in respect of services provided in connection with these proceedings.
- 4. Crowe’s detailed statement(s) of account which form the period May 29, 2018 through November 20, 2018, disclose in detail (i) the names, hourly rates and time expended by each person who rendered services, and (ii) description of services rendered for the relevant time period. A chart that summarizes the Receiver’s fees and detailed time sheets are attached as Exhibit “1” to this Affidavit.
- 5. I have been actively involved in this matter. I have reviewed the Crowe detailed statement of account and I consider the time expended and the fees charged to be reasonable in light of the services performed and the prevailing market rates for such services.

Affirmed before me at the City of Toronto  
 in the Province of Ontario, on this 12th day of  
 December, 2018



.....  
 Commissioner for Taking Affidavits, etc.

Graeme Daniel Liam Hamilton,  
 a Commissioner, etc., Province of Ontario,  
 for Crowe Soberman Inc.  
 Expires May 17, 2021.



.....  
 HANS RIZARRI

Tab 1

**This is Exhibit "1" referred to  
in the Affidavit of Hans Rizarri  
Sworn before me this 12<sup>th</sup> day of December, 2018**



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**A Commissioner for Taking Oaths, in and for**

**The Province of Ontario**

Graeme Daniel Liam Hamilton,  
a Commissioner, etc., Province of Ontario,  
for Crowe Soberman Inc.  
Expires May 17, 2021.

**In the Matter of the Proposal of 1482241 Ontario Limited  
Trustee Timesheet for the period May 29, 2018- November 20, 2018**

<u>Date</u>	<u>Description</u>	<u>Employee</u>	<u>Hour</u>	<u>Rate</u>	<u>Amount</u>
29/05/2018	Finalize disbursements post NOI, prep and send, emails from vendors, emails to counsel, finalize WIP for fee affidavit, calls with counsel, review of minutes.	GRH	2.25	\$ 220.00	\$ 495.00
29/05/2018	6th Report of trustee; minutes to first meeting of creditors, affidavit and time sheets of receiver for report, meeting with GH, correspondence from M.Spence on same; instr thereof	HMR	2.6	\$ 590.00	\$ 1,534.00
30/05/2018	Conf call w counsel re report, issues on same, finalize minutes and file,, follow up meeting with HR, emails and calls w MS, review of report and changes on same	GRH	1.75	\$ 220.00	\$ 385.00
30/05/2018	Changes to 6th Report by Aird Berlis, review thereof, meeting with GH, position of proposal trustee re adjudication of disputed claims, property claims likely appeal, operating costs request by debtor; corresp from D.Ullmann and response M.Spence	HMR	2.1	\$ 590.00	\$ 1,239.00
31/05/2018	Finalize 6th report of proposal trustee; review of draft court order for June 12th hearing	HMR	1.4	\$ 590.00	\$ 826.00
31/05/2018	Receipt and review of Notice of Appeal of Property Claimants (Neelofar and Housaini) re proposal trustee disallowance of property claim	HMR	0.5	\$ 590.00	\$ 295.00
31/05/2018	Planning to court hearing June 12th with staff: o/s request of funds, accounting thereof, claims register	HMR	0.5	\$ 590.00	\$ 295.00
31/05/2018	Finalize and serve sixth report	GRH	2.75	\$ 220.00	\$ 605.00
05/06/2018	HMR VISA: Meals, travel	HMR	1	\$ 228.91	\$ 228.91
07/06/2018	Review of court material, review of proposal process and court hearing thereof; review of property claim; planning	HMR	1.3	\$ 590.00	\$ 767.00
08/06/2018	Review of motion record	GRH	1	\$ 220.00	\$ 220.00
08/06/2018	Debtor court material received, part 1, initial review, PT position on balance of funds returned to debtor, dis with G.Hamilton, planning	HMR	2.3	\$ 590.00	\$ 1,357.00
11/06/2018	Motion material of debtor, review in detail incl part 2 electronically sent; review with staff, conference call with M.Spence, position of PT, role of monitoring, contingent creditors, claims bar date request by PT,	HMR	3.8	\$ 590.00	\$ 2,242.00

11/06/2018	Prep for court attendance, review of debtor motion record, emails w counsel, conf call w counsel, revise of exhibits	GRH	1.5	\$ 220.00	\$	330.00
12/06/2018	Prep for and attend court re approval of proposal, post follow up w HR, cash flow,	GRH	4.25	\$ 220.00	\$	935.00
12/06/2018	Monitoring of Court Attendance proposal approval, determination of claims	HMR	2.5	\$ 590.00	\$	1,475.00
13/06/2018	Creditor inquiries, posting court materials, numerous emails w debtor re cash flow, request for payment details made by Proposal Trustee, cash flow, draft email on Toronto amounts paid, instructions to Oliver for	GRH	1.5	\$ 220.00	\$	330.00
14/06/2018	Cash flow review, emails to debtor, call w counsel on same, emails to vendors, instructions to oliver re debtor request, numerous emails to 148 on payments, attach schedules, review of emails for invoices	GRH	1.5	\$ 220.00	\$	330.00
15/06/2018	Corresp from debtor re budget, various request, monitor.	HMR	1.2	\$ 590.00	\$	708.00
18/06/2018	Assist Oliver with materials as requested, emails to coordinate meeting w debtor and counsel, calls w counsel, prep for meeting	GRH	1.25	\$ 220.00	\$	275.00
19/06/2018	Prep for and attend at meeting w counsel re cash flow and request for funds, follow up re schedule, emails from AY, prep updated cash flow and recommendation, finalize and send to counsel and debtor with recommendation	GRH	2.85	\$ 220.00	\$	627.00
19/06/2018	Meeting with D Ullman, Miranda Spence re funding request	HMR	2	\$ 590.00	\$	1,180.00
20/06/2018	Cash flow/ funding status, review of lease, payment process, outstanding payments re enbridge, call w counsel re adjustments and next steps	GRH	1.25	\$ 220.00	\$	275.00
21/06/2018	review of adjustments, call w counsel and next steps on same re settlements, project monthly cash requirement moving forward.	GRH	0.75	\$ 220.00	\$	165.00
22/06/2018	30 Day Notice, mailing and distribution of same, email from debtor on additional request of \$300,000 for operating funds, review in detail and attachments, calls w counsel and HR on same, prep response	GRH	2.5	\$ 220.00	\$	550.00
22/06/2018	Review of debtor's additional documents/information for funds for operations, review with GH. position of PT	HMR	0.6	\$ 590.00	\$	354.00
25/06/2018	Call w counsel on status of response to on request for funding x2, review of email re adjustments,	GRH	0.75	\$ 220.00	\$	165.00
25/06/2018	Draft and send supp to sixth report, numerous revisions on same, emails w counsel, next steps on response,	GRH	2.5	\$ 220.00	\$	550.00

25/06/2018	Review emails re: additional funds	JLR	0.4	\$ 220.00	\$ 88.00
27/06/2018	Tcc conf call, emails	GRH	0.5	\$ 220.00	\$ 110.00
27/06/2018	Debtor operation expense: continuing issues, corresp from D.Ullmann re court motion problems as to PT position on review and approved, review with GH, conf call with M.Spence and S.Graff, position of PT on debtors position	HMR	2.3	\$ 590.00	\$ 1,357.00
29/06/2018	Review and process proofs of claim	GRH	0.5	\$ 220.00	\$ 110.00
29/06/2018	Review and prep for July 5 court attendance, planning, service of supp report to Receiver's 6th report	HMR	0.7	\$ 590.00	\$ 413.00
03/07/2018	Call w counsel on next steps re report, prep of schedule, emails from creditors, copies of claims, after hours emails w counsel,	GRH	1.25	\$ 220.00	\$ 275.00
04/07/2018	Affidavit of Alain Checroune to service list late in day for 9:30 tomorrow morning, review, receiver's position	HMR	1.6	\$ 590.00	\$ 944.00
04/07/2018	Various calls w counsel, prep for court, amend schedule, review of checroune affidavit	GRH	1	\$ 220.00	\$ 220.00
05/07/2018	9:30 hearing before Justice Hainey re expense disbursement to debtor and issues thereof, short prep w GH; post dis with GH	HMR	0.6	\$ 590.00	\$ 354.00
05/07/2018	Prep for and attend at Court	GRH	2	\$ 220.00	\$ 440.00
06/07/2018	Dis with GH on disbursement of expenses post 930 hearing with Justice Hainey; correspondence from legal counsel on same	HMR	0.4	\$ 590.00	\$ 236.00
06/07/2018	Various calls w counsel	GRH	0.25	\$ 220.00	\$ 55.00
09/07/2018	Calls w counsel and debtor's counsel, on payment requests and next steps, creditor inquiries	GRH	0.5	\$ 220.00	\$ 110.00
10/07/2018	July 9: Expense request and 150k deposit by debtor, position of proposal trustee, request guarantee, approve to M.Spence thereof	HMR	0.3	\$ 590.00	\$ 177.00
11/07/2018	Various emails w suppliers	GRH	0.5	\$ 220.00	\$ 110.00
12/07/2018	Various calls and emails w counsel on payment request from Debtor	GRH	0.5	\$ 220.00	\$ 110.00
12/07/2018	Guarantee by Caruda re expenses and 150k deposit property buy, dis with M.Spence on same	HMR	0.7	\$ 590.00	\$ 413.00

12/07/2018	Tele call from Clear Customs lawyer M.Rabinowitz re proof of claim to be filed, review of lawsuit with debtor, assessment and trustee's position of proof of claim; review of claims bar process, claims register to date, debtor's position release funds	HMR	1.6	\$ 590.00	\$ 944.00
13/07/2018	Review payment of legal fee's, review of order, emails to City of Toronto, emails w counsel, emails/calls to Trident Elevator	GRH	0.5	\$ 220.00	\$ 110.00
16/07/2018	Continuing matter re expenses; additional expense request from debtor for July over 180k, review with GH, position of proposal trustee thereof; corresp M.Spence re guarantee re Rochester deposit	HMR	1.3	\$ 590.00	\$ 767.00
16/07/2018	Prep May 2018 bank Rec	FX	0.2	\$ 220.00	\$ 44.00
16/07/2018	Various emails w counsel, review of guarantee re \$150k deposit, initial review of second request for funding, prep schedule	GRH	0.7	\$ 220.00	\$ 154.00
17/07/2018	Various emails re payment amounts	GRH	0.1	\$ 220.00	\$ 22.00
18/07/2018	Expense request and guarantee by Caruda, corresp with M.Spence	HMR	0.3	\$ 590.00	\$ 177.00
18/07/2018	Caruda guarantee, review of exchange rates, various calls/emails w counsel, review creditor request for claim, confirm transfer, email from counsel for insurance claimant, request for claims	GRH	0.75	\$ 220.00	\$ 165.00
19/07/2018	Proof of claim from Alevio	HMR	0.8	\$ 590.00	\$ 472.00
19/07/2018	Proof of claim from Clear Customs, corresp from claimants legal counsel	HMR	0.4	\$ 590.00	\$ 236.00
19/07/2018	Call with counsel on request from counsel for property claimants and next steps on same, initial review of claim from Allevio clinic, Customs, discuss same w counsel, emails to additional creditors on claim status	GRH	0.9	\$ 220.00	\$ 198.00
20/07/2018	Proof of claims x 2, vendor inquiries, payments to vendors, emails w counsel, email to hydro,	GRH	0.75	\$ 220.00	\$ 165.00
20/07/2018	Process disbursement & prep cheque	FX	0.15	\$ 220.00	\$ 33.00
20/07/2018	Proof of claim of Neelofar et al., corresp from M.Spence, C.Mills	HMR	0.3	\$ 590.00	\$ 177.00
24/07/2018	Request by debtor counsel, D.Ullmann to disallow claim of \$42M by Neelofar et al., receipt and review of mediation brief 2 volumes by debtor, consider PT position on same, planning	HMR	2.6	\$ 590.00	\$ 1,534.00
24/07/2018	Fire safety issue court summons to Avison Young, review of file previous steps taken, corresp thereof with AY; PT position on same review and plan	HMR	1	\$ 590.00	\$ 590.00



24/07/2018	Creditor inquiries, toronto hydro, counsel for insurance claimant, summons re fire safety, call with AY, call w counsel, send disbursements X2, emails re disallowance of claims, mediation brief, compile and send invoices	GRH	1.75	\$ 220.00	\$	385.00
25/07/2018	Call w counsel, review of potential SRD, request from counsel on same, discuss disallowance, discuss finalizing claims, discuss mediation, Fire Pro Issues, rush disbursement, emails on same with AY, finalize draft	GRH	1.75	\$ 220.00	\$	385.00
26/07/2018	Various emails and calls w Pro-Fire, emails with AY, calls with AB on mediation, emails on same, review of motion of second mortgagee and update schedule w holdback amount	GRH	0.65	\$ 220.00	\$	143.00
26/07/2018	Position of PT re mediation hearing re Neelofar et al., review with GH, M.Spence and PT position for hearing, request by debtor legal counsel D.Ullmann re mediation brief and for PT to move on disallowance, some research; position of PT thereof	HMR	1.6	\$ 590.00	\$	944.00
27/07/2018	Review of draft accounting from AB	GRH	0.3	\$ 220.00	\$	66.00
30/07/2018	Various emails w AY on court attendance, calls/emails w counsel on same, additional claims being received and reviewed	GRH	0.75	\$ 220.00	\$	165.00
30/07/2018	Status review of file, dis with GH	HMR	0.3	\$ 590.00	\$	177.00
31/07/2018	Fire code issues for Avison Young, position of PT thereof, dis of same with M.Spence, planning thereof with GH	HMR	0.4	\$ 590.00	\$	236.00
31/07/2018	Call w counsel on outstanding issues, next steps re fire summons,	GRH	0.3	\$ 220.00	\$	66.00
31/07/2018	Prep June Bank Rec	FX	0.2	\$ 220.00	\$	44.00
01/08/2018	Tcc w AY,CS,AB, re fire violations and summons on same, request from debtor for payment of july expenses, instructions on same, review of endorsement, review in detail allevio claim, memo on same, review of contingent claims, lease issues	GRH	2	\$ 220.00	\$	440.00
01/08/2018	Review in detail creditor claims of Allevio and Clear Customs, analysis thereof, PT position, review with GH, instr to M.Spence	HMR	1.3	\$ 590.00	\$	767.00
02/08/2018	Review of payments made to Janodee investments, call w lawyer	GRH	0.5	\$ 220.00	\$	110.00
03/08/2018	Call w counsel re second mortgage and payments made, review of email re leases	GRH	0.4	\$ 220.00	\$	88.00
09/08/2018	Review of motion record of debtor re second mortgage, review of expense request of debtor for August, approval analysis and send to counsel for comment	GRH	0.5	\$ 220.00	\$	110.00

13/08/2018	Call w counsel on conference call, creditor inquiries, confirm disbursements request, various emails w counsel, conference call x 3	GRH	1	\$ 220.00	\$ 220.00
13/08/2018	Property claimant: corresp by D.Ullmann, tele call with M.Spence re post mediation court hearing before Dunphy J., position as PT; conf call with D.Ullmann, C.Mills, M.Spence re litigation steps, mini trial, examination before judge; post call with M.Spen	HMR	1.6	\$ 590.00	\$ 944.00
13/08/2018	Tele call M.Spence re other unsecured creditors-contingent claims filed, PT position, steps to take; planning of same with GH	HMR	0.5	\$ 590.00	\$ 295.00
15/08/2018	Property claim court hearing tomorrow, status with GH	HMR	0.3	\$ 590.00	\$ 177.00
16/08/2018	Property Claim: court hearing expected December, review of continued operating expenses as PT, planning with GH on same	HMR	0.3	\$ 590.00	\$ 177.00
16/08/2018	Various emails on scheduling, issues re distributions, delay, conf with MS, post call with MS, confirmation of wire to debtor	GRH	0.5	\$ 220.00	\$ 110.00
17/08/2018	Prep July Bank Rec	FX	0.2	\$ 220.00	\$ 44.00
17/08/2018	Various emails w counsel on proof of claim	GRH	0.2	\$ 220.00	\$ 44.00
20/08/2018	Various emails re status of dividends, call w counsel on same, review of endorsements, discuss w HR	GRH	0.4	\$ 220.00	\$ 88.00
24/08/2018	Review of Reply Motion of Janodee Investments Ltd. et al., reply to the Checroune affidavit	HMR	0.6	\$ 590.00	\$ 354.00
27/08/2018	Review of motion record of second mortgagee, review of additional Allevio materials, emails on final adjustments	GRH	1	\$ 220.00	\$ 220.00
27/08/2018	Closing book and adjustment statement status review	HMR	0.3	\$ 590.00	\$ 177.00
30/08/2018	Various re Allevio review and emails w counsel on same	GRH	0.25	\$ 220.00	\$ 55.00
05/09/2018	Meeting with Fei and Graeme re final SRD and how to set up - require two SRD's - one with gross receipts and disbursements for the Civil Court; the second is to be Proposal amount received and disbursements, etc., for the OSB and Bankruptcy Court	AFD	0.5	\$ 285.00	\$ 142.50
05/09/2018	Meeting with AFD/FX on SRD and reporting as per request of HR, review of all claims and draft schedule on same, emails w creditors on status, initial review of additional motion record	GRH	2.5	\$ 220.00	\$ 550.00
05/09/2018	Corresp M.Spence, status of continuing matters review	HMR	0.6	\$ 590.00	\$ 354.00

06/09/2018	Call w counsel on outstanding issues, further review of Allevio claim and schedule on same	GRH	0.75	\$ 220.00	\$ 165.00
10/09/2018	Review of motion record, review and update lease deposit security schedule	GRH	0.75	\$ 220.00	\$ 165.00
11/09/2018	Review of factum and brief of authorities from Janodee 2nd mortgage	HMR	0.8	\$ 590.00	\$ 472.00
11/09/2018	Review of factum and brief of authorities from debtor	HMR	0.5	\$ 590.00	\$ 295.00
11/09/2018	Banking, receipts disbursements draft	HMR	0.3	\$ 590.00	\$ 177.00
11/09/2018	Status of claims Clear Customs, Pain Management, position of trustee thereof	HMR	0.3	\$ 590.00	\$ 177.00
12/09/2018	Review of debtor's materials re second mortgage court proceeding, emails re tcc on fire code violations, leasees, call w counsel on same, creditor late in filing claim	GRH	0.75	\$ 220.00	\$ 165.00
17/09/2018	Creditor inquiries, YYZ plumbing, Rogers, email and call w counsel on TCC and request on status, tcc re fire	GRH	0.5	\$ 220.00	\$ 110.00
18/09/2018	TCC re Fire Code Violation w AY and AB, review of disclosure and next steps on same, email inquiries from previous vendor on April payment, emails re claims,	GRH	1	\$ 220.00	\$ 220.00
19/09/2018	Monthly exp request review overall to date, planning to Dec/Jan property claim court hearing	HMR	0.3	\$ 590.00	\$ 177.00
19/09/2018	Call w counsel on status of second mortgage litigation, motion and settlement discussions, email re unpaid invoice	GRH	0.4	\$ 220.00	\$ 88.00
20/09/2018	Various emails on settlement, review of draft SRD, claims register, email from Alex	GRH	0.4	\$ 220.00	\$ 88.00
20/09/2018	Settlement of 2nd mortgagee motion dis with GH, status of 1st mortgagee, property claimant, contingent creditor Clear Custom and Allevio	HMR	0.8	\$ 590.00	\$ 472.00
24/09/2018	Tele call A.Rabinovich re Clear Customs, review of claim; review of Allevio claim and additional claims since creditors meeting, analysis, proposal trustee's position thereof; planning	HMR	1.2	\$ 590.00	\$ 708.00
24/09/2018	Creditor inquiry on post noi filing invoice unpaid, counsel inquiry on status of claims, call w counsel	GRH	0.4	\$ 220.00	\$ 88.00
24/09/2018	Prep August Bank Rec	FX	0.2	\$ 220.00	\$ 44.00
25/09/2018	Emails w counsel, call on same, response to debtor	GRH	0.3	\$ 220.00	\$ 66.00

25/09/2018	Request by debtor to review additional proof of claims; corresp from M.Spence on same; continued review of claims, contingent, trustee's position thereof	HMR	1.2	\$ 590.00	\$ 708.00
27/09/2018	Conf call with creditor, call w legal counsel on status of proofs of claim, prep for same, review schedule of same, next steps to be taken, review of follow up emails	GRH	1.5	\$ 220.00	\$ 330.00
27/09/2018	Review of claims, contingent, unliquidated and claims post creditors meeting in prep for meeting with M.Spence Aird Berlis; conf call with M.Spence on same, trustee's position on various claims	HMR	2.8	\$ 590.00	\$ 1,652.00
28/09/2018	Trust Claimant: court material and affidavit of Hussaini and Ahmadi, part 1 and 2 review; trustee position thereof, planning with GH; review of other contingent claims, trustee position thereof	HMR	3.2	\$ 590.00	\$ 1,888.00
01/10/2018	Clear Customs: review of proof of claim, review of court material debtor's position, Clear Customs position in prep for call with Neil Rabinovitch	HMR	1.3	\$ 600.00	\$ 780.00
01/10/2018	Call w counsel on scheduling matters for the week, various emails on Clear Customs, send various documents on same, review of older motion records,	GRH	1.35	\$ 350.00	\$ 472.50
02/10/2018	Clear Customs: call with Neil Rabinovitch, post call with M.Spence, S.Graff, review of trustee's position on same	HMR	0.8	\$ 600.00	\$ 480.00
02/10/2018	Fire Code Violations, review in prep for court hearing 2700 Eglinton Ave, Avison Young involved, apparent pre appointment of proposal trustee for violations, position of proposal trustee review, planning, Vedran of Aird&Berlis to attend	HMR	0.5	\$ 600.00	\$ 300.00
02/10/2018	Additional call to counsel pre call and prep on same, call to AY, review of motion, TCC w Dentons and Counsel on Clear Customs claim, post tcc w counsel on same, emails w AY and next steps re fire violation, review of	GRH	2.5	\$ 350.00	\$ 875.00
03/10/2018	Finalize review of motion records re Property Claim	GRH	0.5	\$ 350.00	\$ 175.00
04/10/2018	Various calls and emails w counsel on status	GRH	0.25	\$ 350.00	\$ 87.50
05/10/2018	Various emails and TCC re fire infraction proceeding	GRH	0.4	\$ 350.00	\$ 140.00
05/10/2018	Interest Stop Rules: some research re Gowlings applying interest to proof of claims and payout settlement with debtor, review of National Bank v. Twin Butte Energy Ltd.	HMR	0.4	\$ 600.00	\$ 240.00
05/10/2018	Debtor Amended Motion served, review: request for dismissal of proposal trustee and funds to debtor	HMR	1.3	\$ 600.00	\$ 780.00
05/10/2018	Review of motion record of 148	GRH	0.5	\$ 350.00	\$ 175.00

09/10/2018	Finalize review of affidavit and report on same, call with staff, call with counsel on next steps, prep for report and review	GRH	0.8	\$ 350.00	\$ 280.00
10/10/2018	Review and prep response on sept/oct request for funds, review of endorsement on second mortgage, posting materials on website, prep supp report	GRH	1.5	\$ 350.00	\$ 525.00
11/10/2018	Finalize supp report	GRH	2.5	\$ 350.00	\$ 875.00
12/10/2018	Debtor motion to end the role of the proposal trustee: dis with M.Spence re date to hear motion as debtor wants to proceed Oct18, opposition by three creditors, claims register request, update on accounting, review with F.Xue on same	HMR	1.6	\$ 600.00	\$ 960.00
16/10/2018	Prep draft SRD statement in excel	FX	0.5	\$ 225.00	\$ 112.50
16/10/2018	Tele call with N.Rabinovich re Clear Customs claim, lawsuit	HMR	0.3	\$ 600.00	\$ 180.00
16/10/2018	Review proof of claims, contingent claims, M.Spence claims register review	HMR	0.8	\$ 600.00	\$ 480.00
16/10/2018	Debtor motion Oct 18 and refusal to adjourn, trustee's position on same, follow up with legal counsel; trustee report with staff, instr thereof	HMR	0.6	\$ 600.00	\$ 360.00
16/10/2018	Review g/l, banking, draft statement receipts and disb with FX, instr thereof	HMR	0.6	\$ 600.00	\$ 360.00
17/10/2018	Debtor motion to limit role of proposal trustee, corresp from D.Ullmann re Oct 18 initial hearing date, position of proposal trustee on same; claims register update with AFD, FX; banking update follow up	HMR	1.2	\$ 600.00	\$ 720.00
18/10/2018	Review of various emails w counsel, responses on same, status of court attendance for am, status of supp to sixth report, satus of monthly payment	GRH	1	\$ 350.00	\$ 350.00
18/10/2018	Oct 17, 2018 - review and verify claims	FX	0.5	\$ 225.00	\$ 112.50
18/10/2018	Debtor motion attendance by legal counsel, update thereof, short dis with GH	HMR	0.3	\$ 600.00	\$ 180.00
19/10/2018	Review of Allevio claim, prep schedule and email to counsel on allowance and next steps	GRH	1.5	\$ 350.00	\$ 525.00
19/10/2018	Report to court in response to debtor motion, structuring of report with GH; statement of receipts and disbursements	HMR	0.6	\$ 600.00	\$ 360.00
19/10/2018	Prep September Bank Rec	FX	0.2	\$ 225.00	\$ 45.00

22/10/2018	Review of allevio claim w counsel, update matters to interim srd for report, discuss next steps, amendments to report and previous court attendance	GRH	1	\$ 350.00	\$ 350.00
22/10/2018	Report of trustee in response to debtor motion now returnable Oct 31, planning with GH	HMR	0.5	\$ 600.00	\$ 300.00
23/10/2018	Update srd for report, review and finalize second supplemental report to sixth report, numerous calls and emails w counsel and review comments on same to finalize for service	GRH	4	\$ 350.00	\$ 1,400.00
24/10/2018	Finalize second supplemental report of Proposal Trustee, edits from counsel, prep package, Interim SRD w FX and review of GL, Vendors Paid,	GRH	4	\$ 350.00	\$ 1,400.00
24/10/2018	Review of interim statement receipts and disb draft, Aird Berlis trust account reconcile, various disb re operations post filing, instr to staff, reporting thereof	HMR	1.2	\$ 600.00	\$ 720.00
24/10/2018	Report of trustee to court re Oct 31 motion by debtor, review with staff, finalize	HMR	1.3	\$ 600.00	\$ 780.00
24/10/2018	Short dis with D. Ullmann	HMR	0.2	\$ 600.00	\$ 120.00
24/10/2018	Review of A&B trust history and reconcile the solicitor's banking transactions with the trustee's report information, prep draft interim SRD	FX	2	\$ 225.00	\$ 450.00
25/10/2018	Emails re service, discuss next steps w counsel, posting materials on website	GRH	0.5	\$ 350.00	\$ 175.00
26/10/2018	Report, proposal trustee's position on debtor motion, planning	HMR	1	\$ 600.00	\$ 600.00
29/10/2018	Various emails, prep report for attendance	GRH	0.3	\$ 350.00	\$ 105.00
30/10/2018	Various emails from counsel, next steps on same, call w counsel on attendance, meet w HR and discuss attendance and position, creditor position, prep report, disallowance discussion, email on request for commision on sale, review of counsel invoices	GRH	1.2	\$ 350.00	\$ 420.00
30/10/2018	Debtor motion Oct 31, planning with GH, trustee's position on same; contingent creditors review GH, position of proposal trustee	HMR	0.7	\$ 600.00	\$ 420.00
31/10/2018	court attendance re debtor's motion	GRH	3.5	\$ 350.00	\$ 1,225.00
01/11/2018	Debtor motion of Oct 31 dis with GH	HMR	0.2	\$ 600.00	\$ 120.00
12/11/2018	Monthly expenses received for November operating expenses	HMR	0.5	\$ 600.00	\$ 300.00

12/11/2018	Call with counsel, next steps on admin, fees, endorsement, additional report, request for Nov expenses, prep and send to counsel,	GRH	0.75	\$ 350.00	\$ 262.50
13/11/2018	Debtor's request for operating expenses, analysis by GH, review thereof	HMR	0.4	\$ 600.00	\$ 240.00
13/11/2018	Various review of travel expenses, prep schedule and response on same, revise Nov sched, send to HR	GRH	1	\$ 350.00	\$ 350.00
14/11/2018	Review operating expenses	HMR	0.5	\$ 600.00	\$ 300.00
15/11/2018	Call with counsel on next steps for reporting, disallowance of claims, draft and send review of November expenses to debtor, creditor inquiry on dividend status, instructions on wire transfer, emails to vendor on payment	GRH	1	\$ 350.00	\$ 350.00
19/11/2018	Draft report for debtor on trustee decision re claims filed and allowed, review of each and write up summary of same, amend disallowance notices x 2, emails to Hydro on request for update, voicemail on same, email	GRH	2.3	\$ 350.00	\$ 805.00
19/11/2018	seventh report of proposal trustee- first draft	GRH	1.5	\$ 350.00	\$ 525.00
			<u>172</u>		<u>\$ 69,027.91</u>

**Employee**

**Expenses**

A. Frances Doria- Senior Estate Administrator  
 Fei Xue- Estate Administrator  
 Graeme Hamilton- Licensed Insolvency Trustee  
 Hans Rizarri- Licensed Insolvency Trustee  
 Julia Reznichenko- Licensed Insolvency Trustee

<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
1		\$ 228.91
0.5		\$ 142.50
4.15		\$ 929.00
94.4		\$ 25,168.50
71.7		\$ 42,471.00
0.4		\$ 88.00
<u>172</u>		<u>\$ 69,027.91</u>

**IN THE MATTER OF THE PROPOSAL OF  
1482241 ONTARIO LIMITED  
OF THE CITY OF TORONTO  
IN THE PROVINCE OF ONTARIO**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY AND INSOLVENCY**

**FEE AFFIDAVIT OF HANS RIZARRI**

**Hans Rizarri, CPA, CA, CIRP, LIT  
Trustee License No. 2680**

**Crowe Soberman Inc.  
Licensed Insolvency Trustee  
2 St Clair Avenue East, 12<sup>th</sup> Floor  
Toronto, Ontario,  
M4T 2T5  
Tel: 416-929-2500  
Fax: 416-929-2555  
hans.rizarri@crowesoberman.com**



# Tab 4

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,  
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**AFFIDAVIT OF STEVEN L. GRAFF**  
**(sworn December 12, 2018)**

I, **STEVEN L. GRAFF**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

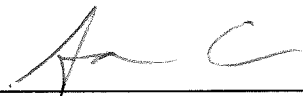
1. I am a lawyer at Aird & Berlis LLP and, as such, I have knowledge of the matters to which I hereinafter depose. Aird & Berlis LLP is acting as counsel for Crowe Soberman Inc. in its capacity as proposal trustee of 1482241 Ontario Limited (in such capacity, the “**Proposal Trustee**”).
2. Aird & Berlis LLP has prepared statements of account in connection with its mandate as counsel to the Proposal Trustee, detailing its services rendered and disbursements incurred, namely:
  - (a) an account dated June 18, 2018 in the amount of \$29,523.08 in respect of the period from April 4, 2018 to June 11, 2018;
  - (b) an account dated July 26, 2018 in the amount of \$18,313.06 in respect of the period from June 11, 2018 to July 25, 2018;
  - (c) an account dated August 31, 2018 in the amount of \$10,247.92 in respect of the period from July 24, 2018 to August 28, 2018;

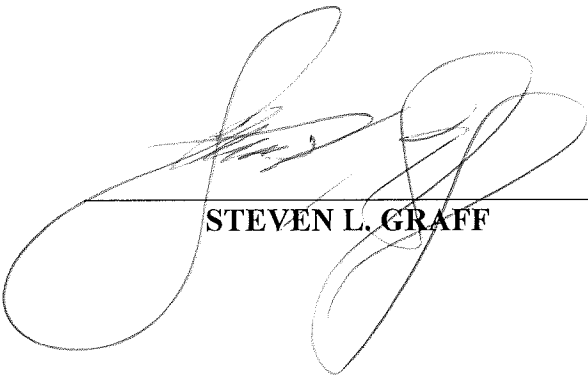
- (d) an account dated October 24, 2018 in the amount of \$18,260.58 in respect of the period from August 27, 2018 to October 21, 2018; and
- (e) an account dated November 28, 2018 in the amount of \$9,738.14 in respect of the period from October 22, 2018 to November 22, 2018.

(the "Statement of Account"). Attached hereto and marked as **Exhibit "A"** to this Affidavit is a copy of the Statements of Account. The average hourly rate of Aird & Berlis LLP is \$438.82.

- 3. Attached hereto and marked as **Exhibit "B"** to this Affidavit is a chart detailing the lawyers, law clerks and articling students who have worked on this matter.
- 4. This Affidavit is made in support of a motion to, *inter alia*, approve the attached accounts of Aird & Berlis LLP and the fees and disbursements detailed therein, and for no improper purpose whatsoever.

SWORN before me at the City of )  
 Toronto, in the Province of Ontario )  
 this 12<sup>th</sup> day of December, 2018 )

  
 \_\_\_\_\_  
 A commissioner, etc.  
 A. Collins

  
 \_\_\_\_\_  
**STEVEN L. GRAFF**

Tab A

Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF STEVEN L. GRAFF

Sworn before me

this 12<sup>th</sup> day of December, 2018

  
\_\_\_\_\_

Commissioner for taking Affidavits, etc

### STATEMENT OF RESPONSIBLE INDIVIDUALS

*Aird & Berlis LLP's professional fees herein are made with respect to the following individuals*

<b>Lawyer</b>	<b>Call to Bar</b>	<b>Hrly Rate</b>	<b>Total Time</b>	<b>Value</b>
Graff, S. L.	1991	\$795.00	7.5	\$5,962.50
Spence, M. E	2011	\$435.00	138.2	\$60,117.00
Silver, A.Y.	2013	\$395.00	2.7	\$1,066.50
Simkic, V.	2013	\$395.00	12.6	\$4,977.00
Nemers, J.T.	2014	\$375.00	3.2	\$1,200.00
Collett, D.	2018	\$305.00	1.0	\$305.00
<b>Clerk/Student</b>	<b>Call to Bar</b>	<b>Avg Hrly Rate</b>	<b>Total Time</b>	<b>Value</b>
Williams, P.	N/A	\$180.00	1.2	\$216.00
Pugliese, C.	N/A	\$205.00	0.3	\$61.50
Hewer, D.	N/A	\$225.00	0.1	\$22.50
Carter, B.	N/A	\$260.00	1.10	\$286.00
Gopinath, G.	N/A	\$260.00	3.0	\$780.00

*\*Standard hourly rates listed. However, in certain circumstances adjustments to the account were made.*

# Tab B

Attached is Exhibit "B"

Referred to in the

AFFIDAVIT OF STEVEN L. GRAFF

Sworn before me

this 12<sup>th</sup> day of December, 2018



---

Commissioner for taking Affidavits, etc



IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Crowe Soberman Inc.  
 1100-2 St. Clair Avenue East  
 Toronto, ON  
 M4T 2T5

Attention: Hans M. Rizarri

**Account No.: 601297**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

June 18, 2018

**Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended June 12, 2018

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
AYS	04/04/18	\$395.00	0.40	\$158.00	Finalize repayment amount for first mortgage; Finalize repayment of realty tax arrears; Prepare and circulate package of executed closing documents to purchaser counsel
AYS	24/04/18	\$395.00	0.90	\$355.50	Correspondence with H. Rizarri re updates to statement of adjustments; Prepare calculations re Vendor credits;
AYS	25/04/18	\$395.00	1.00	\$395.00	Review updated Schedule "B" prepare by debtor; Update proposed calculations; Correspondence with G. Hamilton re concerns with debtor calculations
AYS	30/04/18	\$395.00	0.40	\$158.00	Correspondence with G. Hamilton re amendments to SOA; Review additional debtor comments re SOA
MES	30/04/18	\$435.00	1.10	\$478.50	Telephone calls with G. Hamilton re various issues; Exchange emails with C. Mills; Revise supplemental trustee's report on proposal and discuss with S. Graff

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	01/05/18	\$435.00	1.50	\$652.50	Telephone calls with G. Hamilton re: various issues; Email to court re: outstanding orders; Telephone call with C. Mills re: property claims and adjournment of meeting of creditors; Telephone call with D. Law re: security deposit adjustments; Receive and consider email from D. Ullmann; Further telephone calls and exchange of emails with G. Hamilton
SLG	02/05/18	\$795.00	0.40	\$318.00	Meeting with M. Spence; review letter re release of funds
MES	02/05/18	\$435.00	2.80	\$1,218.00	Telephone call with C. Mills re: creditors meeting and related issues; Telephone calls with G. Hamilton re: preparation for creditors meeting; Receive emails from G. Hamilton issuing supplemental report on proposal; Draft letter to D. Ullmann re: request for operating funds; Office conference with S. Graff to address various issues; Telephone call with S. Graff, H. Rizarri, G. Hamilton re: various issues; Send letter to D. Ullmann; Attend to related matters
MES	03/05/18	\$435.00	2.40	\$1,044.00	Telephone calls with G. Hamilton re: various issues relating to meeting of creditors; Receive email from R. Cohen re: Bitton deposit and email to G. Hamilton re: same; Receive email from D. Ullmann re: summary of receipts and disbursements from sale proceeds; Receive proof of claim from C. Mills and discuss with G. Hamilton; Telephone call with C. Stanek and G. Hamilton re: adjournment of meeting; Telephone call and exchange of emails with L. Keown re: adjournment of meeting; Receive email from D. Ullmann attaching revised proposal and email to S. Graff; Attend to various related matters

AIRD & BERLIS LLP  
PAGE 3 OF ACCOUNT No. 601297

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	04/05/18	\$795.00	0.50	\$397.50	Discussion with M. Spence re meeting and outcome of meeting and motion; telephone call with H. Rizarri and G. Hamilton
CP	04/05/18	\$205.00	0.30	\$61.50	Order business names report for Caruda Holdings; Order corporate profile and point-in-time report for 2294642 Ontario Inc.
MES	04/05/18	\$435.00	8.30	\$3,610.50	Telephone calls with G. Hamilton re: creditors meeting and various issues; Receive and review emails relating to release of Bitton deposit; Order searches and review re: Caruda corporate status; Review Rules and OSB directives re: creditors meeting and consider issues that may arise; Discuss with S. Graff; Attend at creditors meeting
SLG	07/05/18	\$795.00	0.30	\$238.50	Discussion with M. Spence re motions and timing
MES	07/05/18	\$435.00	1.90	\$826.50	Telephone calls with G. Hamilton re: considering next steps; Telephone calls with S. Graff and consider strategy; Arrange for wire transfers and address various issues arising from same; Consider matters to be addressed
MES	08/05/18	\$435.00	1.50	\$652.50	Various telephone calls with G. Hamilton; Exchange emails with Blaneys re: scheduling proposal motion; Telephone calls with C. Mills re: motion date; Review and revise minutes of creditors meeting; Arrange for amended order and endorsement
SLG	09/05/18	\$795.00	0.20	\$159.00	Discussion with M. Spence re payouts and claims
MES	09/05/18	\$435.00	2.50	\$1,087.50	Attend at court to address orders and endorsements arising from April 20 attendance; Telephone call with G. Hamilton re: various issues; Arrange for additional wire transfers; Arrange to book June 12 date with court; Exchange emails with D.

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					Ullmann re: timing of motion and payments on claims
SLG	10/05/18	\$795.00	0.30	\$238.50	Review emails re release of funds; discussion with M. Spence
MES	10/05/18	\$435.00	1.70	\$739.50	Discussions with G. Hamilton re: various issues; Review court decisions re: monies held in trust to credit of Bitton litigation; Exchange emails with B. Cohen, S. Graff, L. Keown re: release of trust funds; Confirm court date; Attend to various related matters
MES	11/05/18	\$435.00	0.20	\$87.00	Telephone call with G. Hamilton re: matters to be addressed
MES	14/05/18	\$435.00	0.50	\$217.50	Review email from H. Rizarri; Email to D. Ullmann re: payment of outstanding payables; Telephone call with D. Ullmann re: various issues
MES	15/05/18	\$435.00	1.00	\$435.00	Telephone call with G Hamilton re: various issues to be addressed; Telephone call with G. Hamilton and H. Rizarri re: property claims, matters to be addressed; Telephone call with G. Hamilton and D. Ullmann re: various issues
MES	16/05/18	\$435.00	2.60	\$1,131.00	Telephone calls with G. Hamilton; Conference call with H. Rizarri and G. Hamilton re: various issues; Review, consider and respond to correspondence from D. Ullmann; Review correspondence re: distribution of Bitton trustee funds; Review and revise correspondence to service list re: proposed distribution to Caruda Holdings; Receive email from H. Margel re: representation; Attend to various related matters
SLG	17/05/18	\$795.00	0.40	\$318.00	Telephone call with M. Spence; review email to C. Mills

AIRD & BERLIS LLP  
PAGE 5 OF ACCOUNT No. 601297

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	17/05/18	\$435.00	3.30	\$1,435.50	Telephone call and exchange of emails with counsel for second mortgagee; Consider, review and revise notices of disallowance; Discussions with S. Graff, G. Hamilton, H. Rizarri re: same; Draft correspondence to C. Mills re: disallowances; Telephone calls with G. Hamilton and D. Ullmann re: further requests for operating expenses; Consider issue; Telephone call with C. Mills re: disallowances and requests for operating funds; Exchange emails with G. Benchetrit; Prepare for court attendance
MES	18/05/18	\$435.00	3.30	\$1,435.50	Attend at court to address various issues; Telephone calls with S. Graff and G. Hamilton re: outcome; Circulate endorsement to service list; Email to D. Ullmann re: closing documents
MES	22/05/18	\$435.00	2.10	\$913.50	Telephone calls with G. Hamilton re: various issues to be addressed in report; Revise minutes of first meeting of creditors and email to G. Hamilton
MES	23/05/18	\$435.00	2.30	\$1,000.50	Telephone calls with G. Hamilton re: minutes of meeting, requests for funds, various matters; Receive voicemail and telephone call with D. Ullmann re: various issues; Receive emails re: Debtor's requests for funds; Discussions with S. Graff re: dispute resolution process; Letter to D. Ullmann re: request for May operating funds; Arrange for distribution to Caruda of DIP funds
MES	24/05/18	\$435.00	0.80	\$348.00	Receive email from G. Hamilton re: minutes of creditors meeting; Confirm distribution to Caruda; Exchange emails with C. Mills re: motion date; Exchange emails and telephone call with G. Hamilton and H. Rizarri re: additional documentation to be provided by Caruda

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	25/05/18	\$435.00	0.50	\$217.50	Exchange emails with G. Hamilton re: report; Telephone call with C. Stanek re: status of Gowlings claim
SLG	29/05/18	\$795.00	0.80	\$636.00	Address issues and approach to claims; meet with M. Spence
JTN	29/05/18	\$375.00	0.20	\$75.00	Discussion with M. Spence re status and next steps
MES	29/05/18	\$435.00	2.70	\$1,174.50	Telephone calls with G. Hamilton; Office conference with S. Graff re: June 12 motion; Revise minutes of settlement; Discuss 6th report with G. Hamilton; Revise 6th report and exchange emails with G. Hamilton re: same
MES	30/05/18	\$435.00	0.50	\$217.50	Exchange emails with G. Hamilton re: sixth report; Exchange emails with D. Ullmann re: request for operating expenses
JTN	31/05/18	\$375.00	0.40	\$150.00	Receipt and review of court materials and related correspondence; Email exchange with M. Spence re same
MES	31/05/18	\$435.00	4.10	\$1,783.50	Receive revised sixth report and telephone calls with G. Hamilton re: same; Draft notice of motion and order for proposal approval motion; Draft fee affidavit and arrange for swearing of same; Further telephone calls and exchanges of emails with G. Hamilton re: materials for proposal approval motion; Receive notice of appeal from C. Mills re: property claims; Finalize sixth report, notice of motion, draft order and serve motion record on list; Telephone call with D. Chochla re: property claim appeal
JTN	01/06/18	\$375.00	0.20	\$75.00	Telephone call with M. Spence re motion record and next steps re same

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	01/06/18	\$435.00	0.40	\$174.00	Exchange emails with D. Chochla re: property claimants' notice of email; Brief J. Nemers re: outstanding issues
MES	05/06/18	\$435.00	0.50	\$217.50	Exchange emails and telephone call with A. Teodorescu re: Debtor's request for funds
JTN	07/06/18	\$375.00	0.10	\$37.50	Receipt and review of emails re feedback from service of proposal trustee's court materials
MES	07/06/18	\$435.00	0.20	\$87.00	Review email from C. Mills re: operating request from debtor; Email to H. Rizarri, G. Hamilton re: same
PW	07/06/18	\$180.00	0.60	\$108.00	Filed Motion Record for June 12, 2018
MES	08/06/18	\$435.00	0.50	\$217.50	Receive email from G. Hamilton; Receive motion record of the debtor re: request for operating funds; Email to H. Rizarri, G. Hamilton re: same; Email to C. Mills re: same; Receive email from C. Mills
SLG	11/06/18	\$795.00	0.50	\$397.50	Discussion with M. Spence re attendance and 148 motion
<b>TOTAL:</b>			<u>57.10</u>	<u>\$25,678.50</u>	

Name	Hours	Rate	Value
Aaron Y. Silver (AYS)	2.70	\$395.00	\$1,066.50
Miranda E. Spence (MES)	49.20	\$435.00	\$21,402.00
Steven L. Graff (SLG)	3.40	\$795.00	\$2,703.00
Christina Pugliese (CP)	0.30	\$205.00	\$61.50
Jeremy T. Nemers (JTN)	0.90	\$375.00	\$337.50
Patrick Williams (PW)	0.60	\$180.00	\$108.00

**OUR FEE** \$25,678.50  
HST at 13% \$3,338.21

**DISBURSEMENTS**

**COST INCURRED ON YOUR BEHALF AS AN AGENT**

Due Diligence-Gov Fee	\$32.00
Wire Charges	\$60.00
Notice of Motion/Application	\$50.00

Total Agency Costs	\$142.00
--------------------	----------

**Subject to HST**

Taxi	\$61.95
Photocopies - Local	\$128.50
Due Diligence	\$28.00
Imaging/Scanning	\$47.75
Photocopies	\$42.00
Binding and Tabs	\$14.25

Total Disbursements	\$322.45
HST at 13%	\$41.92

**AMOUNT NOW DUE**

<u><u>\$29,523.08</u></u>
---------------------------

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.





IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlls.com

Crowe Soberman Inc.  
 1100-2 St. Clair Avenue East  
 Toronto, ON M4T 2T5

Attention: Hans M. Rizarri

**Account No.: 605283**PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

July 26, 2018

**Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended July 25, 2018

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	11/06/18	\$435.00	1.00	\$435.00	Telephone call with G. Hamilton and H. Rizarri re: motion; Exchange emails with C. Mills, D. Ullmann, G. Benchetrit re: motion; Consider position on motion
MES	12/06/18	\$435.00	4.50	\$1,957.50	Prepare for and attend at court to address proposal approval, debtor's motion for funds, scheduling of property claimants' appeal; Exchange emails with D. Ullmann re: form of order; Email to service list re: order and endorsement
MES	13/06/18	\$435.00	0.20	\$87.00	Receive email from D. Chochla; Telephone call with D. Chochla re: DSF Writ
MES	14/06/18	\$435.00	0.50	\$217.50	Telephone call and exchange of emails with G. Hamilton re: Debtor's request for funds; Review email from H. Rizarri; Review cash flow
MES	15/06/18	\$435.00	0.30	\$130.50	Exchange emails with G. Hamilton and D. Ullmann re: meeting to discuss request for operating expenses; Telephone call with G. Hamilton re: same

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	17/06/18	\$435.00	0.10	\$43.50	Receive email from D. Ullmann re request for operating funds
MES	18/06/18	\$435.00	0.50	\$217.50	Receive and review emails from A. Degan, D. Ullmann, G. Hamilton re: operating expenses and closing documents
MES	19/06/18	\$435.00	2.30	\$1,000.50	Conference call with H. Rizarri, G. Hamilton, D. Ullmann re: proposed operating expenses; Further telephone calls and exchanges of emails with G. Hamilton re: same; Review schedules of expenses
MES	20/06/18	\$435.00	0.50	\$217.50	Exchange emails and arrange for wire transfer to debtor; Telephone calls with G. Hamilton re: adjustments
GG	21/06/18	\$260.00	0.20	\$52.00	Received instruction from M Spence re commercial lease issues
GG	21/06/18	\$260.00	2.80	\$728.00	Reviewed commercial leases in dispute; drafted overview of lease issues for M Spence
MES	21/06/18	\$435.00	1.20	\$522.00	Instruct student re: review of security deposit adjustments; Telephone call with G. Hamilton re: same; Telephone call with D. Ullmann re: Gowlings claim; Consider trustee's position re same; Telephone call with G. Hamilton re: Gowlings claim
SLG	22/06/18	\$795.00	0.20	\$159.00	Discussion with M. Spence re payments to Co re proposal
MES	22/06/18	\$435.00	1.00	\$435.00	Telephone calls with G. Hamilton, H. Rizarri, S. Graff re: request for operating funds; Review requests and proposed schedule; Review correspondence from D. Ullmann re: same; Letter to D. Ullmann re: Gowlings claim and discuss with G. Hamilton
SLG	25/06/18	\$795.00	0.20	\$159.00	Telephone call with M. Spence re proposal and D. Ullmann

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	25/06/18	\$435.00	3.10	\$1,348.50	Telephone calls with G. Hamilton, H. Rizarri, S. Graff re: debtor's request for funding; Correspondence with D. Ullmann re: same; Revise and revise supplement to the 6th report addressing request for operational funding; Review analysis of security deposit adjustments
MES	26/06/18	\$435.00	1.30	\$565.50	Arrange for transfer to debtor of approved operating expenses; Exchange emails with H. Rizarri re: finalizing supplement to 6th report; Draft correspondence to D. Ullmann re: debtor's requests for funding; Telephone calls with H. Rizarri, S. Graff re: same; Exchange emails with H. Rizarri re: further wire transfers
SLG	27/06/18	\$795.00	1.00	\$795.00	Lengthy telephone call with G. Hamilton and H. Rizarri and discussion with M. Spence; review emails; consider approach
MES	27/06/18	\$435.00	2.00	\$870.00	Exchange emails with G. Benchetrit re: first mortgagee's motion; Receive email from D. Ullmann re: proposed payments to debtor; Office conference with S. Graff re: same; Conference call with H. Rizarri, G. Hamilton, S. Graff re: approach; Correspondence with D. Ullmann re: same; Correspondence with court re: scheduling 9:30 appointment
MES	28/06/18	\$435.00	0.20	\$87.00	Email to counsel re: scheduling of 9:30 appointment
MES	29/06/18	\$435.00	0.50	\$217.50	Telephone call with G. Hamilton re: status; Receive emails providing leases for security deposit analysis and email to G. Gopinath re: same
MES	03/07/18	\$435.00	1.00	\$435.00	Exchange emails with D. Ullmann re: letter regarding Gowlings claim, requests for operating funds; Discussion with G. Hamilton re: request for operating funds and receive additional schedule; Serve supplemental 6th report re: request

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					for operating funds; Receive emails from L. Keown and G. Benchetrit; Exchange emails with court office re: timing of appointment
MES	04/07/18	\$435.00	1.80	\$783.00	Telephone calls with G. Hamilton re: 9:30 appointment to address debtor's request for operating funds; Receive and review affidavit of A. Checroune re: same; Exchange emails with G. Benchetrit re: same; Telephone call with E. Fan re: validity and enforceability of second charge; Telephone call with M. Brezinski re: debtor's request for operating funds
PW	04/07/18	\$180.00	0.60	\$108.00	Filed Sixth Report of Trustee for motion on July 5, 2018
SLG	05/07/18	\$795.00	0.20	\$159.00	Discussion with M. Spence re 9:30 attendance and affidavit of Checroune
MES	05/07/18	\$435.00	2.50	\$1,087.50	Attend at court to address 9:30 appointment re request for operating funds
MES	06/07/18	\$435.00	0.30	\$130.50	Telephone call with G. Hamilton re: proposed settlement with debtor re: request for operating expenses; Report to service list re: 9:30 attendance
MES	09/07/18	\$435.00	0.80	\$348.00	Receive email from D. Ullmann re: request for funds; Telephone call with G. Hamilton re: same; Conference call with G. Hamilton and D. Ullmann re: same; Email to D. Ullmann re: trustee's position
MES	10/07/18	\$435.00	0.20	\$87.00	Receive service of second mortgagee motion record and exchange emails with S. Graff re: same
MES	12/07/18	\$435.00	0.60	\$261.00	Receive email from D. Ullmann re: request for funds; Telephone calls with G. Hamilton, S. Graff, H. Rizarri re: same

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	13/07/18	\$435.00	0.50	\$217.50	Exchange emails with G. Hamilton re: wiring funds for payment of Blaneys fees; Draft guarantee re: \$150,000 payment
MES	16/07/18	\$435.00	1.30	\$565.50	Draft guarantee re: Rochester deposit and exchange emails with G. Hamilton re: same; Email to D. Ullmann re: Rochester deposit guarantee; Exchange emails re: closing documents; Exchange emails with G. Hamilton re: request for July operating expenses
MES	17/07/18	\$435.00	0.40	\$174.00	Exchange emails with D. Ullmann re: operating expenses, guarantee of Rochester deposit; Exchange emails with H. Rizarri and G. Hamilton re: currency issue
MES	18/07/18	\$435.00	1.50	\$652.50	Exchange emails and telephone calls with G. Hamilton re: July operating expenses, various claim issues; Exchange emails with D. Ullmann re: Rochester deposit; Advise list of agreement on Rochester deposit and arrange for transfer of same; Further exchange of emails re: claims
MES	19/07/18	\$435.00	1.00	\$435.00	Exchange emails with personal injury claimant re: proof of claim; Telephone call with G. Hamilton re: Neelofar claim; Telephone call with C. Mills re same; Exchange emails with G. Hamilton, H. Rizarri re: Allevio and Clear Customs Brokers proofs of claim; Receive email from C. Mills re: Rochester deposit
MES	20/07/18	\$435.00	0.30	\$130.50	Telephone calls with G. Hamilton re: various issues
SLG	25/07/18	\$795.00	0.20	\$159.00	Discussion with M. Spence re charge against Avison
<b>TOTAL:</b>			<u>36.80</u>	<u>\$15,978.00</u>	

Name	Hours	Rate	Value
Miranda E. Spence (MES)	31.40	\$435.00	\$13,659.00
Gaurav Gopinath (GG)	3.00	\$260.00	\$780.00
Steven L. Graff (SLG)	1.80	\$795.00	\$1,431.00
Patrick Williams (PW)	0.60	\$180.00	\$108.00

**OUR FEE** \$15,978.00  
HST at 13% \$2,077.14

**DISBURSEMENTS**

**COST INCURRED ON YOUR BEHALF AS AN AGENT**

Wire Charges \$90.00

**Subject to HST**

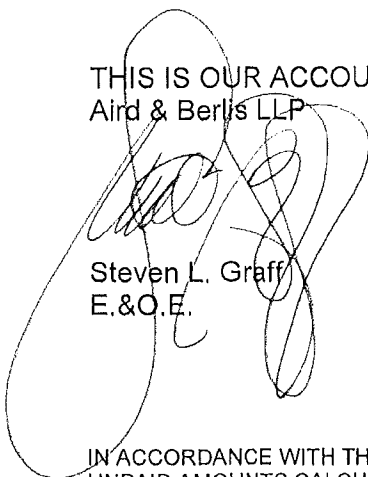
Conference Calls \$1.35  
Photocopies \$4.00  
Photocopies - Local \$17.75  
Binding and Tabs \$5.00  
Imaging/Scanning \$120.50

Total Disbursements \$148.60  
HST at 13% \$19.32

**AMOUNT NOW DUE**

\$18,313.06

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.





IN ACCOUNT WITH:



Brookfield Place, 181 Bay Street, Suite 1800  
Toronto, Ontario, Canada M5J 2T9  
T 416.863.1500 F 416.863.1515  
airdberlis.com

Crowe Soberman Inc.  
1100-2 St. Clair Avenue East  
Toronto, ON  
M4T 2T5

Attention: Hans M. Rizarri

**Account No.: 608618**

PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

August 31, 2018

**Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended August 28, 2018

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	24/07/18	\$435.00	0.70	\$304.50	Telephone call with G. Hamilton re: claims; Exchange emails with G. Hamilton re: mediation, fire violation notice; Receive emails from D. Ullmann and C. Mills re: Neelofar mediation
MES	25/07/18	\$435.00	1.30	\$565.50	Email to G. Hamilton re: request from C. Mills re: balances; Telephone call and exchange of emails with G. Hamilton re: fire violation notice and summons; Consult with D. Reiter re same and discuss with S. Graff; Further telephone call with G. Hamilton re: same; Receive supplementary motion record of Janodee Investments
MES	26/07/18	\$435.00	0.50	\$217.50	Email to D. Ullmann re: upcoming mediation; Receive supplementary motion record of Janodee; Telephone calls and exchange of emails with G. Hamilton re: current status of disbursements
MES	27/07/18	\$435.00	0.30	\$130.50	Exchange emails with C. Mills and telephone call with G. Hamilton re: summary of current status of sale proceeds
MES	30/07/18	\$435.00	1.00	\$435.00	Telephone call with G. Hamilton re: summary of disbursements; Email to D. Ullmann and C. Mills re: same; Exchange emails and telephone call with G. Hamilton

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					re: summons addressing fire violations; Email to D. Ullmann re: same
MES	31/07/18	\$435.00	1.20	\$522.00	Exchange emails with D. Ullmann re: closing documents; Telephone call with G. Hamilton and H. Rizarri re: fire violation issue; Exchange emails with Computershare re: interest in property; Exchange emails with C. Mills re: mediation; Receive email from G. Gopinath re: security deposits
VS	01/08/18	\$395.00	0.10	\$39.50	Meeting with M. Spence regarding instructions
VS	01/08/18	\$395.00	0.30	\$118.50	Review summons and charges regarding fire code violations; Correspondence with client and M. Spence regarding same
MES	01/08/18	\$435.00	2.50	\$1,087.50	Telephone call with G. Hamilton and S. Ichelson re: fire violation issue; Telephone call with D. Ullmann re: outcome of mediation and fire violation issue; Discuss fire violation with V. Simkic; Further telephone calls and exchanges of emails with G. Hamilton and H. Rizarri re: same; Discussion with G. Hamilton re: status of claims and position on Allevio claim; Telephone call with C. Stanek re: next steps; Arrange for wire transfer to 148 for July expenses; Receive and review further emails from D. Ullmann
MES	02/08/18	\$435.00	1.00	\$435.00	Telephone call with G. Hamilton re: payments to second mortgagee and review emails from G. Hamilton and D. Ullmann re: same; Office conference with V. Simkic re: court attendance to address fire violation issue and conference call with G. Hamilton re: same; Call with J. Spotswood re: Allevio proof of claim
VS	03/08/18	\$395.00	3.50	\$1,382.50	Prepare for Court Attendance; Attend Court at 2700 Eglinton West regarding Fire Code Charges; Correspondence with Crown regarding same; Receive disclosure; Adjourn matter and speak as agent on the record without prejudice that proceeding is stayed due to insolvency proceedings; Return to office; Follow-up with M. Spence regarding Court attendance

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	03/08/18	\$435.00	0.20	\$87.00	Discussion and receipt of email from V. Simkic re: outcome of attendance to address fire violation; Email to H. Rizarri, G. Hamilton, D. Ullmann re: same
VS	07/08/18	\$395.00	0.60	\$237.00	Begin review of Crown Disclosure; Follow-up with M. Spence regarding same
MES	07/08/18	\$435.00	0.20	\$87.00	Receive disclosure re: fire violation and emails to H. Rizarri, G. Hamilton, D. Ullmann re: same
MES	08/08/18	\$435.00	0.20	\$87.00	Telephone call with G. Hamilton re status of various issues
MES	09/08/18	\$435.00	0.20	\$87.00	Receive responding motion record of 148 re Second Mortgagees' motion and email to H. Rizarri and G. Hamilton re: same
MES	13/08/18	\$435.00	1.10	\$478.50	Receive and respond to email from D. Ullmann; Telephone call with H. Rizarri and G. Hamilton re: attendance before Justice Dunphy and determination of claim; Conference call with D. Ullmann, C. Mills, H. Rizarri, D. Ullmann re: proposed approach to case conference; Further telephone call with H. Rizarri and G. Hamilton; Receive email from G. Hamilton re:
SLG	15/08/18	\$795.00	0.10	\$79.50	Discussion with M. Spence re distribution
MES	15/08/18	\$435.00	0.60	\$261.00	Exchange emails with C. Mills and D. Ullmann in preparation for hearing; Email to G. Hamilton re: same; Arrange for wire transfer to debtor for operating funds
MES	16/08/18	\$435.00	3.30	\$1,435.50	Attend at court to address scheduling hearing arising from Neelofar/Hussaini mediation; Report to G. Hamilton re: Same
MES	17/08/18	\$435.00	0.40	\$174.00	Exchange emails with G. Hamilton re: claim by Strone; Exchange emails with A. Grossman re: requesting Strone proof of claim
MES	20/08/18	\$435.00	0.50	\$217.50	Telephone call with G. Hamilton re: status; Receive email from L. Keown and discuss with G. Hamilton; Exchange emails with D. Ullmann's office re: endorsement arising from August 16 attendance and email to G. Hamilton re: same

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	21/08/18	\$435.00	0.20	\$87.00	Exchange emails with D. Ullmann's office re: real estate closing documents
MES	22/08/18	\$435.00	0.20	\$87.00	Receive voicemail from C. Stanek; Receive email from A. Grossman re: Strone claim
MES	23/08/18	\$435.00	0.20	\$87.00	Receive email from J. Spotswood re: Allevio claim and email to G. Hamilton re: same
MES	24/08/18	\$435.00	0.20	\$87.00	Receive Reply Motion Record of Janodee Investments and email to G. Hamilton; Receive additional information from Allevio and forward to G. Hamilton
DH	28/08/18	\$225.00	0.10	\$22.50	Email to M. Spence re request from M. Ledwell
<b>TOTAL:</b>			<u>20.70</u>	<u>\$8,839.50</u>	

Name	Hours	Rate	Value
Miranda E. Spence (MES)	16.00	\$435.00	\$6,960.00
Vedran Simkic (VS)	4.50	\$395.00	\$1,777.50
Steven L. Graff (SLG)	0.10	\$795.00	\$79.50
Daniella Hewer (DH)	0.10	\$225.00	\$22.50

**OUR FEE** \$8,839.50  
 HST at 13% \$1,149.14

**DISBURSEMENTS**

**COST INCURRED ON YOUR BEHALF AS AN AGENT**

Wire Charges \$30.00

**Subject to HST**

Photocopies - Local	\$7.25
Photocopies	\$1.25
Binding and Tabs	\$2.75
Deliveries/Parss	\$74.50
Imaging/Scanning	\$30.00
Taxi	\$87.15

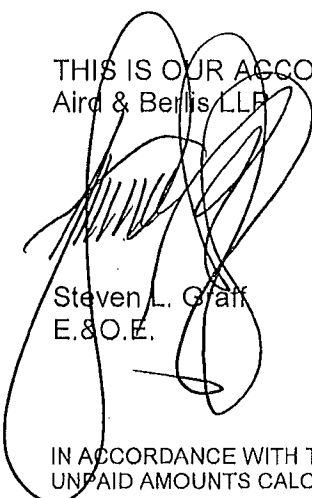
Total Disbursements  
HST at 13%

\$202.90  
\$26.38

**AMOUNT NOW DUE**

\$10,247.92

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

33593358.1



IN ACCOUNT WITH:

<b>AIRD BERLIS</b>
--------------------

Brookfield Place, 181 Bay Street, Suite 1800  
 Toronto, Ontario, Canada M5J 2T9  
 T 416.863.1500 F 416.863.1515  
 airdberlis.com

Crowe Soberman Inc.  
 1100-2 St. Clair Avenue East  
 Toronto, ON M4T 2T5

Attention: Hans M. Rizarri

**Account No.: 613267**

PLEASE WRITE ACCOUNT NUMBERS  
 ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

October 24, 2018

**Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended October 21, 2018

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	27/08/18	\$435.00	0.10	\$43.50	Receive email from Gowlings regarding status of claims
MES	28/08/18	\$435.00	0.10	\$43.50	Email to Gowlings regarding status of process
MES	30/08/18	\$435.00	0.10	\$43.50	Receive email from G. Hamilton regarding Allevio claim
MES	05/09/18	\$435.00	0.20	\$87.00	Receive supplemental motion record for mortgagees' motion; Receive and respond to email from L. Keown re: status of proceeding
MES	06/09/18	\$435.00	1.00	\$435.00	Telephone call with G. Hamilton re: status and next steps; Exchange emails with G. Hamilton re: Allevio claim and review of claims; Exchange emails with D. Maglsano re: Sept 20 motion and receive service of factum and brief of authorities re: same
MES	07/09/18	\$435.00	0.30	\$130.50	Exchange emails with A. Silver re: property tax adjustments; Emails to G. Hamilton and H. Rizarri re: Sept 20 motion

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	10/09/18	\$435.00	0.20	\$87.00	Receive emails re: Strone claim
MES	11/09/18	\$435.00	0.10	\$43.50	Receive 148 factum and brief of authorities for Sept 20 motion
MES	12/09/18	\$435.00	0.40	\$174.00	Telephone call with G. Hamilton re various issues; Exchange emails with G. Hamilton, S. Ichelson re: call
MES	13/09/18	\$435.00	0.20	\$87.00	Exchange emails re: call to address fire violation notice
MES	14/09/18	\$435.00	0.10	\$43.50	Receive email from F. Suter re: proof of claim
VS	17/09/18	\$395.00	0.80	\$316.00	Further review disclosure; Consider strategy and next steps
MES	17/09/18	\$435.00	0.20	\$87.00	Email to G. Hamilton re: Strone claim; Telephone call with G. Hamilton re: same
VS	18/09/18	\$395.00	0.20	\$79.00	Prepare for meeting regarding fire code charges
VS	18/09/18	\$395.00	0.50	\$197.50	Telephone call with M. Spence and client regarding fire code charges, update, strategy and next steps; Prepare notes regarding same
MES	18/09/18	\$435.00	0.60	\$261.00	Conference call with G. Hamilton, S. Ichelson, V. Simkic re: fire violation; Further telephone call with G. Hamilton re: status; Receive email from A. Teodorescu re: claims
VS	19/09/18	\$395.00	0.20	\$79.00	Correspondence with M. Spence regarding capacity in which to attend court
MES	19/09/18	\$435.00	2.30	\$1,000.50	Telephone calls with G. Hamilton, L. Nebel, E. Fan re: Sept 20 motion to address second mortgagees' claim; Review materials for Sept 20 motion
MES	20/09/18	\$435.00	3.70	\$1,609.50	Attend at Court for motion to address second mortgagees' claim
SLG	21/09/18	\$795.00	0.20	\$159.00	Consider issues and hearing



LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	24/09/18	\$435.00	0.50	\$217.50	Telephone call with G. Hamilton re: review of claims, outcome of Sept 20 motion; Receive and review email from A. Teodorescu re: late-filed claims
MES	25/09/18	\$435.00	0.30	\$130.50	Telephone call with G. Hamilton re: outstanding issues; Exchange emails with A. Teodorescu
SLG	27/09/18	\$795.00	0.20	\$159.00	Conference call coordinated re claims; discussion with M. Spence
SLG	27/09/18	\$795.00	0.10	\$79.50	Email to D. Raphael re articles and newsletters Email re meeting or call
MES	27/09/18	\$435.00	1.00	\$435.00	Conference call with H. Rizarri and G. Hamilton re review of filed claims; Email to Allevio; Exchange emails with S. Graff and H. Rizarri
VS	28/09/18	\$395.00	0.20	\$79.00	Correspondence with M. Spence regarding next steps
MES	28/09/18	\$435.00	0.20	\$87.00	Exchange emails with V. Simkic, S. Ichelson re: fire violation hearing
MES	01/10/18	\$435.00	0.40	\$174.00	Telephone call with G. Hamilton re: various issues; Exchange emails with N. Rabinovich, S. Graff re: Clear Customs claim
SLG	02/10/18	\$795.00	0.60	\$477.00	Conference call with M. Spence; H. Rizarri, Graham, M Rabinovitch; consider approach; review doc separately; consider research
VS	02/10/18	\$395.00	0.30	\$118.50	Various internal and external correspondence regarding next steps
MES	02/10/18	\$435.00	2.00	\$870.00	Telephone calls with G. Hamilton and S. Graff re: Clear Customs claim; Conference call with N. Rabinovich, H. Rizarri, G. Hamilton, S. Graff re: Clear Customs claim; Exchange emails with S. Ichelson, G. Hamilton, V. Simkic, D. Ullmann re: upcoming attendance to address fire violation notice

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	03/10/18	\$435.00	0.30	\$130.50	Exchange emails and telephone calls re: L. Keown request for update re: status of DSF claim
VS	04/10/18	\$395.00	0.30	\$118.50	Correspondence with M. Spence regarding next steps
MES	04/10/18	\$435.00	1.00	\$435.00	Calls with G. Hamilton and A. Teodorescu re: court attendance to address fire violation notice; Exchange emails with G. Hamilton, V. Simkic, D. Ullmann re: same; Receive email from counsel for Allevio re: claim
VS	05/10/18	\$395.00	4.80	\$1,896.00	Various internal and external correspondence regarding Court attendance; Attend court regarding fire charges; Return from court; Report to M. Spence regarding update regarding court attendance
MES	05/10/18	\$435.00	1.50	\$652.50	Conference call and exchange of emails with G. Hamilton, D. Ullmann, V. Simkic re: court attendance to address fire violation notice; Further telephone calls with G. Hamilton and H. Rizarri re: motion to annual proposal; Exchange emails with D. Ullmann re: same
MES	09/10/18	\$435.00	0.60	\$261.00	Telephone call and exchange of emails with G. Hamilton re: debtor's motion; Exchange emails and voicemails with G. Benchetrit re: same; Exchange voicemails with C. Mills re: same
MES	10/10/18	\$435.00	1.00	\$435.00	Exchange emails with A. Teodorescu and D. Ullmann re: scheduling of motion to annul proposal; Telephone call with G. Hamilton re: requests for advances and responding to motion; Receive emails re: debtor's requests for advances; Receive and review decision of Justice Hailey re: interest payment and emails to H. Rizarri, G. Hamilton re: Same

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	11/10/18	\$435.00	0.50	\$217.50	Email to C. Mills re: motion to annul proposal; Telephone call with G. Hamilton re: responding report and receive email re: same
MES	12/10/18	\$435.00	1.40	\$609.00	Review motion record of the Debtor re: motion to dismiss proposal trustee; Exchange emails and telephone calls with H. Rizarri and J. Nemers re: response to motion; Emails to D. Ullmann re: same; Exchange emails with G. Benchetrit and C. Mills re: same
MES	15/10/18	\$435.00	0.10	\$43.50	Receive email from M. Brzezinski re: Oct 18 motion
JTN	16/10/18	\$375.00	0.40	\$150.00	Receipt and review of responding motion record from C. Mills; Telephone call with M. Spence re this Thursday's attendance
MES	16/10/18	\$435.00	1.10	\$478.50	Exchange emails and voicemails with various creditors re: opposition to Oct 18 motion; Receive responding record of Homelife; Telephone call and exchange of emails with D. Ullmann re: motion; Discussion with J. Nemers re: same
JTN	17/10/18	\$375.00	0.70	\$262.50	Receipt and review of amended motion record from D. Ullmann and related email exchanges re same re tomorrow's motion; Email exchanges with M. Spence re same; Email to D. Ullmann seeking draft form of Order being sought; Telephone call with M. Spence; Prepare for tomorrow's court attendance
MES	17/10/18	\$435.00	2.40	\$1,044.00	Exchange emails with D. Ullmann, J. Nemers, S. Graff re: proposed adjournment, claims register, meeting with trustee; Exchange further emails with D. Ullmann, L. Keown, M. Brzezinski re: related matters

AIRD & BERLIS LLP  
PAGE 6 OF ACCOUNT NO. 613267

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	18/10/18	\$795.00	0.20	\$159.00	Emails with M. Spence and H. Rizarri
JTN	18/10/18	\$375.00	1.10	\$412.50	Prepare for and attend hearing; Debrief telephone call with M. Spence
MES	18/10/18	\$435.00	0.70	\$304.50	Exchange emails with D. Ullmann's office; Telephone calls with J. Nemers and G. Hamilton re: outcome of motion; Exchange emails and voicemails with C. Mills
JTN	19/10/18	\$375.00	0.10	\$37.50	Follow-up email exchange with working group re yesterday's Order and payment of quantum referenced therein
MES	19/10/18	\$435.00	0.80	\$348.00	Address payment to Janodee of agreed amount for second mortgage; Telephone call with C. Mills re: position of trustee on motion to dismiss trustee; Receive and review order and endorsement of Hainey J. re: October 18 motion; Receive email from G. Hamilton re: Allevio claim
MES	21/10/18	\$435.00	0.50	\$217.50	Emails to H. Rizarri and G. Hamilton re: payment to second mortgagee, Allevio claim, outcome of Oct 18 motion; Email to G. Benchetrit; Email to D. Ullmann re: factum
<b>TOTAL:</b>			<u>36.80</u>	<u>\$16,046.00</u>	

Name	Hours	Rate	Value
Miranda E. Spence (MES)	25.90	\$435.00	\$11,266.50
Vedran Simkic (VS)	7.30	\$395.00	\$2,883.50
Steven L. Graff (SLG)	1.30	\$795.00	\$1,033.50
Jeremy T. Nemers (JTN)	2.30	\$375.00	\$862.50

**OUR FEE** \$16,046.00  
HST at 13% \$2,085.98

56.

**DISBURSEMENTS**

**COST INCURRED ON YOUR BEHALF AS AN AGENT**

Wire Charges \$30.00

**Subject to HST**

Taxi	\$34.51
Photocopies	\$1.00
Photocopies - Local	\$40.75
Binding and Tabs	\$11.00

Total Disbursements	\$87.26
HST at 13%	\$11.34

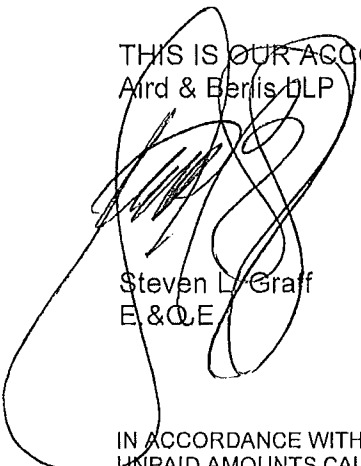
**AMOUNT NOW DUE**

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**\$18,260.58**

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THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E. & O. E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.



IN ACCOUNT WITH:



Brookfield Place, 181 Bay Street, Suite 1800  
Toronto, Ontario, Canada M5J 2T9  
T 416.863.1500 F 416.863.1515  
airdberlis.com

Crowe Soberman Inc.  
1100-2 St. Clair Avenue East  
Toronto, ON M4T 2T5

Attention: Hans M. Rizarri

**Account No.: 617402**

PLEASE WRITE ACCOUNT NUMBERS  
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

November 28, 2018

**Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road**

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended November 22, 2018

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	22/10/18	\$435.00	0.60	\$261.00	Telephone call with G. Hamilton re: Allevio claim and responding to debtor's motion; Instruct D. Collett re: law for response to debtor's motion; Email to counsel for Allevio re: information
MES	23/10/18	\$435.00	2.50	\$1,087.50	Exchange emails with G. Hamilton re: payments from sale proceeds; Exchange emails with L. Nebel and E. Fan re: payment to second mortgagee and arrange for same; Telephone call with G. Hamilton re: second supplement to sixth report; Review and revise second supplement to sixth report
MES	24/10/18	\$435.00	1.30	\$565.50	Exchange emails and telephone calls with G. Hamilton, F. Xue re: appendices for second supplement to sixth report; Exchange emails with D. Ullmann re: position on motion and factum; Exchange emails with D. Collett re: research required for motion
MES	25/10/18	\$435.00	0.50	\$217.50	Arrange for service of second supplement to sixth report; Telephone call with D. Ullmann re: upcoming motion

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
DC	26/10/18	\$305.00	1.00	\$305.00	Research re proposal trustee owing duty to all creditors; Emailing M. Spence re same
SLG	26/10/18	\$795.00	0.30	\$238.50	Review emails and telephone call with M. Spence re: update and hearing
MES	26/10/18	\$435.00	0.70	\$304.50	Exchange emails with D. Ullmann re: release of funds; Receive and review research prepared by D. Collett for Oct 31 motion; Telephone call with S. Graff re: motion
BC	29/10/18	\$260.00	1.10	\$286.00	Attended Ontario Superior Court of Justice (Commercial List) to file responding motion record per request of M Spence
MES	29/10/18	\$435.00	0.50	\$217.50	Address filing of materials for Oct 31 hearing; Receive emails from D. Ullmann re: professional fees of Blaney McMurtry
SLG	30/10/18	\$795.00	0.50	\$397.50	Telephone call with M. Spence re strategy and approach
MES	30/10/18	\$435.00	2.20	\$957.00	Telephone call with D. Ullmann re: hearing of motion to dismiss proposal trustee; Telephone call with G. Hamilton re: same; Prepare for hearing of motion and discuss with S. Graff
SLG	31/10/18	\$795.00	0.10	\$79.50	Telephone call with M. Spence re outcome
MES	31/10/18	\$435.00	4.60	\$2,001.00	Exchange emails with D. Ullmann and C. Mills in advance of hearing; Prepare for and attend at hearing of Debtor's motion to dismiss the trustee
MES	01/11/18	\$435.00	0.10	\$43.50	Email to G. Benchtrit re: Oct 31 hearing
MES	07/11/18	\$435.00	0.10	\$43.50	Telephone call with C. Mills re: quantification of Homelife claim
MES	12/11/18	\$435.00	0.40	\$174.00	Telephone call with G. Hamilton re: upcoming next steps; Receive and



LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					review emails re: Company's request for November funding
VS	13/11/18	\$395.00	0.30	\$118.50	Review file regarding update; Follow-up with M. Spence regarding next steps
MES	13/11/18	\$435.00	0.20	\$87.00	Receive and review emails from G. Hamilton and J. Lalande re: November request
MES	14/11/18	\$435.00	0.20	\$87.00	Exchange emails with G. Hamilton re: November disbursements
MES	15/11/18	\$435.00	0.40	\$174.00	Telephone call with G. Hamilton re: various issues; Receive email re: November payment to debtor; Telephone call with C. Mills re: Dec 3 hearing
MES	16/11/18	\$435.00	0.20	\$87.00	Attend to sending wires to Crowe Soberman and the debtor
VS	19/11/18	\$395.00	0.20	\$79.00	Correspondence with opposing counsel regarding Crown Pre-trial
MES	19/11/18	\$435.00	0.30	\$130.50	Receive emails from L. Keown and G. Hamilton re: decision of Justice Hainey; Receive emails re second mortgagees' dispute with debtor over costs award
VS	20/11/18	\$395.00	0.30	\$118.50	Correspondence with Crown regarding next steps
MES	20/11/18	\$435.00	0.10	\$43.50	Receive email from C. Mills re: proposed value of property claim
MES	21/11/18	\$435.00	0.60	\$261.00	Telephone call with G. Hamilton re: various matters; Discussion and exchange of emails with A. Silver re: purchase price adjustments; Telephone call with G. Hamilton re: same
MES	22/11/18	\$435.00	0.20	\$87.00	Telephone call with G. Hamilton re: security deposits adjustments

**TOTAL:** 19.50      \$8,452.00

Name	Hours	Rate	Value
Miranda E. Spence (MES)	15.70	\$435.00	\$6,829.50
Dillon Collett (DC)	1.00	\$305.00	\$305.00
Steven L. Graff (SLG)	0.90	\$795.00	\$715.50
Brandon Carter (BC)	1.10	\$260.00	\$286.00
Vedran Simkic (VS)	0.80	\$395.00	\$316.00

**OUR FEE** \$8,452.00  
HST at 13% \$1,098.76

**DISBURSEMENTS**

**COST INCURRED ON YOUR BEHALF AS AN AGENT**

Wire Charges \$45.00

**Subject to HST**

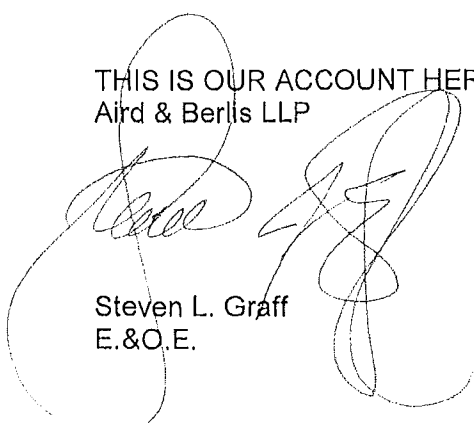
Travelling Expenses \$58.87  
Photocopies - Local \$29.25  
Photocopies \$20.75  
Binding and Tabs \$8.50  
Taxi \$8.63

Total Disbursements \$126.00  
HST at 13% \$16.38

**AMOUNT NOW DUE**

\$9,738.14

THIS IS OUR ACCOUNT HEREIN  
Aird & Berlis LLP



Steven L. Graff  
E.&O.E.

**PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT**

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
(IN BANKRUPTCY AND INSOLVENCY)**

**Proceedings commenced at Toronto**

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**AFFIDAVIT OF FEES**

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**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
181 Bay Street, Suite 1800  
Toronto, ON M5J 2T9

**Steven L. Graff (LSUC # 31871V)**

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*Lawyers for Crowe Soberman Inc. in its capacity as the proposal  
trustee of 1482241 Ontario Limited*

# Tab 5

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE ) WEDNESDAY, THE 19<sup>TH</sup>  
 )  
JUSTICE HAINEY ) DAY OF DECEMBER, 2018

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED, OF THE  
CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**ORDER**

**THIS MOTION**, made by Crowe Soberman Inc., in its capacity as the proposal trustee (in such capacity, the “**Proposal Trustee**”) of 1482241 Ontario Limited (the “**Debtor**”), for an order, *inter alia*, (a) approving the Second Supplemental Report to the Fourth Report of the Proposal Trustee dated March 22, 2018 (the “**Second Supplemental to the Fourth Report**”) and the activities of the Proposal Trustee described therein; (b) approving the Supplemental Report to the Sixth Report of the Proposal Trustee dated June 25, 2018 (the “**Supplemental to the Sixth Report**”) and the activities of the Proposal Trustee described therein; (c) approving the Second Supplemental Report to the Sixth Report of the Proposal Trustee dated October 24, 2018 (the “**Second Supplemental to the Sixth Report**”) and the activities of the Proposal Trustee described therein; (d) approving the Seventh Report of the Proposal Trustee dated December 12, 2018 (the “**Seventh Report**”) and the activities of the Proposal Trustee described therein; and (e) approving the fees and disbursements of the Proposal Trustee, the Proposal Trustee’s counsel, and the Debtor’s counsel was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventh Report and the appendices thereto, the fee affidavit of Hans Rizarri sworn December 12, 2018 (the “**Rizarri Affidavit**”), and the fee affidavit of Steven L. Graff sworn December 12, 2018 (the “**Graff Affidavit**”), and on hearing the submissions of counsel for the Proposal Trustee, counsel for the Debtor and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Jenaya McLean sworn December 12, 2018, filed,

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
  
2. **THIS COURT ORDERS** that the Second Supplemental to the Fourth Report and the activities of the Proposal Trustee described therein be and are hereby approved.
  
3. **THIS COURT ORDERS** that the Supplemental to the Sixth Report and the activities of the Proposal Trustee described therein be and are hereby approved.
  
4. **THIS COURT ORDERS** that the Second Supplemental to the Sixth Report and the activities of the Proposal Trustee described therein be and are hereby approved.
  
5. **THIS COURT ORDERS** that the Seventh Report and the activities of the Proposal Trustee described therein be and are hereby approved.
  
6. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee as described in the Seventh Report and as set out in the Rizarri Affidavit, be and are hereby approved, and the Proposal Trustee is hereby authorized to pay such fees from the Sale Proceeds.

7. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee's counsel as described in the Seventh Report and as set out in the Graff Affidavit, be and are hereby approved, and the Proposal Trustee is hereby authorized to pay such fees from the Sale Proceeds.

8. **THIS COURT ORDERS** that the fees and disbursements of the Debtor's counsel as described in the Seventh Report, be and are hereby approved, and the Proposal Trustee is hereby authorized to pay such fees from the Sale Proceeds.

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***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

**IN BANKRUPTCY AND INSOLVENCY**  
**Proceedings commenced at Toronto**

**ORDER**

**AIRD & BERLIS LLP**  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
(IN BANKRUPTCY AND INSOLVENCY)**

**Proceedings commenced at Toronto**

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**MOTION RECORD  
(returnable December 19, 2018)**

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**AIRD & BERLIS LLP**  
Barristers and Solicitors  
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181 Bay Street, Suite 1800  
Toronto, ON M5J 2T9

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